UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA

WILLIAM E. UNDERLAND and MARK SCHALLER, *on behalf of themselves and all others similarly situated,*	:	
Plaintiffs,	:	
v.	:	10-Civ.-3621 (CMR)
DENNIS ALTER , WILLIAM A. ROSOFF, PHILIP M. BROWNE, DAVID B. WEINSTOCK, ROBERT S. BLANK, MAX BOTEL, THOMAS COSTELLO, DANA BECKER DUNN, RONALD LUBNER, OLAF OLAFSSON, MICHAEL STOLPER and KPMG LLP,	:	
Defendants.	:	

<u>LIST OF EXHIBITS IN SUPPORT OF THE MOTION OF THE ADVANTA DEFENDANTS TO DISMISS THE AMENDED COMPLAINT</u>

Exhibit A: Advanta Corp. Form 10-K (2007 Annual Report) filed Feb. 28, 2008 (excerpted)

Exhibit B: Advanta Corp. Form 424B3 (Pricing Supplement) filed July 1, 2007

Exhibit C: Advanta Corp. Form 424B3 (Pricing Supplement) filed July 5, 2009

Exhibit D: Advanta Corp. Form S-3 (Registration Statement) of August 18, 2008 (excerpted)

Exhibit E: Disclosure Statement for Debtors' Joint Plan under Chapter 11 of the Bankruptcy Code (excerpted)

Exhibit F: Advanta Corp. Form 8-K (Current Report) filed June 10, 2009

Exhibit G: Advanta Corp. Form 8-K (Current Report) filed March 22, 2010

Exhibit H: Material Loss Review Report of the FDIC's Office of the Inspector General issued October 2010

Exhibit I: Advanta Corp. Form 8-K (Current Report) filed July 30, 2009

Exhibit J: Advanta Corp. Form 10-K (2008 Annual Report) filed March 13, 2009 (excerpted)

Exhibit A

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

☑ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2007 OR**

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM TO**

Commission File Number: 0-14120

Advanta Corp.

(Exact name of registrant as specified in its charter)

Delaware	**23-1462070**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
Welsh & McKean Roads, P.O. Box 844	
Spring House, Pennsylvania	**19477**
(Address of principal executive offices)	**(Zip Code)**

(215) 657-4000 (Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report) None

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on whi
Class A Common Stock, $.01 par value per share	**The NASDAQ Stock Market LLC**
Class B Common Stock, $.01 par value per share	**The NASDAQ Stock Market LLC**

Securities registered pursuant to Section 12(g) of the Act:

Class A Right
Class B Right

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☑

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ☐ No ☑

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☑	Accelerated filer ☐	Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☑

As of June 30, 2007, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was $1,172,479,189 based on the closing sale price as reported on The NASDAQ Stock Market LLC.

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at February 22, 2008
Class A Common Stock, $.01 par value per share	14,410,133 shares
Class B Common Stock, $.01 par value per share	28,715,148 shares

DOCUMENTS INCORPORATED BY REFERENCE

Document	F
Proxy Statement for the Annual Meeting of Stockholders to be held on June 11, 2008 (Proxy Statement)	Part III

PART I

Item 1. *Business*

In this Form 10-K, "Advanta", "we", "us" and "our" refer to Advanta Corp. and its subsidiaries, unless the context otherwise requires.

COMPANY OVERVIEW

Advanta is one of the nation's largest credit card issuers (through Advanta Bank Corp.) in the small business market. We issue business purpose credit cards to small businesses and business professionals. Our business credit card accounts provide approved customers with unsecured revolving business credit lines. Advanta's exclusive focus on the small business market, as well as our size, experience in the small business market and commitment to developing meaningful product offerings and a high level of service tailored to the needs of small businesses, differentiate us from other credit card issuers. We use our direct marketing and information based expertise to identify potential customers. Founded in 1951, Advanta has long been an innovator in developing and introducing many of the marketing techniques that are common in the financial services industry today, including remote lending and direct mail, affinity and relationship marketing.

At December 31, 2007, we had $1.0 billion of owned business credit card receivables and $5.3 billion of securitized business credit card receivables.

We own two depository institutions, Advanta Bank Corp., a Utah industrial bank, and Advanta Bank, a Delaware state chartered bank. We primarily fund and operate our business credit card business through Advanta Bank Corp., which offers a variety of deposit products that are insured by the Federal Deposit Insurance Corporation (the "FDIC") in accordance with applicable FDIC regulations and limits. We offer credit protection and related products to our customers. A portion of these products are insurance products that we offer through our insurance subsidiaries, Advanta Life Insurance Company and Advanta Insurance Company.

Through the first quarter of 2001, we had two additional lending businesses, Advanta Mortgage and Advanta Leasing Services. In the first quarter of 2001, we exited our mortgage business and ceased originating new leases in our small ticket equipment leasing business. See "— Discontinued Operations."

Prior to February 20, 1998, we also issued consumer credit cards. We exited this business in February 1998 pursuant to the terms of a contribution agreement, dated October 27, 1997 and amended on February 20, 1998, between us and Fleet Financial Group, Inc. ("Fleet"). This transaction is referred to in this Form 10-K as the "Consumer Credit Card Transaction." In connection with the Consumer Credit Card Transaction, we acquired a 4.99% interest in Fleet Credit Card Services, L.P. At December 31, 2007, our ownership interest in this partnership, which is now a subsidiary of Bank of America Corp., was approximately 1.3%. See Note 17 to the consolidated financial statements.

Advanta Corp. was incorporated in Delaware in 1974 as Teachers Service Organization, Inc., the successor to a business originally founded in 1951. In January 1988, we changed our name from TSO Financial Corp. to Advanta Corp. Our principal executive office is located at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. Our telephone number at our principal executive office is (215) 657-4000.

CONTINUING OPERATIONS

Advanta Business Cards

Overview

Advanta Business Cards is one of the nation's largest credit card issuers (through Advanta Bank Corp.) in the small business market. Advanta Bank Corp. issues and funds the majority of our business purpose credit cards. Our strategy in Advanta Business Cards is to maximize long-term profits by attracting and retaining high credit quality customers and deepening our customer relationships. Because the credit card industry is highly competitive and

CAUTIONARY STATEMENT PURSUANT TO THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

We have included or incorporated by reference in this Annual Report on Form 10-K statements that may constitute "forward-looking statements" within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 (the "Act"). In addition, other written or oral communications provided by Advanta from time to time may contain "forward-looking statements." Forward-looking statements are not historical facts but instead are based on certain assumptions by management and represent only our belief regarding future events, many of which, by their nature, are inherently uncertain and outside our control. These statements include statements other than historical information or statements of current condition and among other things may relate to: anticipated earnings per share; anticipated growth in receivables outstanding and credit card accounts; anticipated interest yields; expected cost of funds; anticipated employment growth; the expected level of new account acquisitions, customer spending and account attrition; anticipated payment rates of outstanding loans; anticipated marketing and other operating expenses; estimated values of and anticipated cash flows from our retained interests in securitizations; industry trends; our need and ability to replace existing credit facilities and securitization financing when they expire or terminate with appropriate levels of funding; the value of the investments that we hold; anticipated delinquencies and charge-offs; income tax uncertainties; realizability of net deferred tax asset; expected levels of liquidity and capital; anticipated outcome and effects of litigation and contingencies; and other future expectations of Advanta. Forward-looking statements are often identified by words or phrases such as "is anticipated," "are expected to," "are estimated to be," "intend to," "believe," "will likely result," "projected," "may," or other similar words or phrases. The cautionary statements provided below are being made pursuant to the provisions of the Act and with the intention of obtaining the benefits of the "safe harbor" provisions of the Act for any such forward-looking information.

Forward-looking statements are subject to various assumptions, risks and uncertainties which change over time, and speak only as of the date they are made. We undertake no obligation to update any forward-looking information. However, any further disclosures made on related subjects in our subsequent reports filed with the SEC, including our Reports on Forms 10-K, 10-Q and 8-K, should be consulted. We caution readers that any forward-looking statement provided by us is not a guarantee of future performance and that actual results may be materially different from those in the forward-looking information. In addition, future results could be materially different from historical performance. See "Item 1A. Risk Factors" for further discussion of important factors that could cause actual results to differ from those in the forward-looking statements.

Item 1A. ***Risk Factors***

We may make changes in the terms of our business credit card accounts that could negatively affect our results of operations and profitability. We have the right to change the terms of our agreements with our customers, including the finance charge rates and the other fees and charges that are applicable from time to time on the accounts, the applicable minimum monthly payment required on the accounts and various other terms. We may decide to increase or decrease finance charge rates or other fees and charges for existing accounts, or to take actions that would otherwise change the terms of the accounts, as a result of: changes in applicable law or regulations; changes in the marketplace; changes in the economic, political or regulatory environments; prudent business practice; or other reasons. Changes in the terms of our business credit card accounts may cause account attrition or changes in customer behavior, such as credit card use, payment patterns and rates of delinquencies and charge-offs, which could negatively affect our results of operations and profitability. Changes in the finance charges and the other fees and charges assessed on the accounts and changes in minimum monthly payments required may affect the effective yield on the accounts and could negatively impact our results of operations and profitability.

Marketing with low introductory or promotional rates may result in account attrition when these rates expire. A portion of our business credit card accounts have introductory or promotional finance charge rates which are generally at low levels during an initial or other specified period and which generally increase to higher rates after the initial or other specified period expires. Accounts with these introductory or promotional rate features are subject to a risk that customers who were attracted by the low introductory or promotional rates will transfer account balances or shift credit card spending to credit card accounts with other credit card providers when our introductory

- develop non-infringing products, services or business methods or operations; or
- pay damages or satisfy indemnification commitments under contractual provisions.

If we are required to do any of these things, our operating results and financial position may be negatively impacted.

Changes in tax laws and outcomes of tax audits may affect our tax liabilities, tax assets and financial condition. We are subject to federal income taxes as well as income and other business taxes in certain state and local jurisdictions. Significant judgment is required in determining our provision for income and other business taxes. In the ordinary course of our business, there are circumstances where the ultimate tax determination is uncertain. Our tax returns and filings are regularly under audit or examination by tax authorities. Although we believe our tax estimates are appropriate, the final determination of tax audits or examinations, and any related litigation, as well as changes in tax laws, rates, regulations and policies, or interpretations of any of the foregoing, could materially affect our tax liabilities, tax assets and financial condition.

Changes in interest rates and credit spreads may reduce our profitability. Fluctuations in interest rates and credit spreads, whether caused by changes in economic conditions or other factors, may affect our profitability. Credit spreads represent the amount of incremental interest required by investors to compensate for investing in assets that are not risk free. Our cost of funding our business is influenced by market interest rates and credit spreads because the rates we pay on our publicly-offered debt securities, business credit card securitizations and bank deposit products are influenced by both market interest rates and credit spreads. A portion of our business credit card receivables are effectively at a fixed rate because of the nature of the pricing of the accounts or because the customer pays the balance in full each month. Therefore, an increase in market interest rates could reduce our net interest income and/or our securitization income. Changes in interest rates and credit spreads can also affect the value of our assets and liabilities.

Social, economic, environmental and geographic factors can affect levels of customer spending, credit card payments and other customer behaviors, as well as our ability to predict customer behaviors, in ways that could negatively impact our asset quality and profitability. A variety of social, economic, environmental and geographic factors can adversely affect customer behaviors, such as levels of credit card use, payment patterns, delinquencies and the number of customers filing under bankruptcy laws. Social factors include changes in confidence levels and attitudes toward incurring debt, the public's perception of the use of credit cards and the stigma of bankruptcy. Economic factors include the rates of inflation, the unemployment rates and the relative interest rates offered for various types of loans. In addition, acts of terrorism in the United States and the political and military response to any such events may have an adverse effect on general economic or environmental conditions, business confidence and spending, and general market liquidity. Geographic factors may include adverse changes in economic and environmental conditions in states where customers are located which could have a direct impact on the customers' use of our credit cards as well as on the timing and amount of payments on the accounts. Any of these factors could negatively impact the performance of our business credit card portfolio and our profitability through, among other things, lower new account originations, lower credit card use, increases in delinquencies, increases in the number of customers seeking protection under the bankruptcy laws, increases in charge-offs and credit losses and changes in payment patterns. In addition, any of these factors could negatively impact our ability to accurately predict or anticipate customer behavior. This could cause our business models, including our proprietary credit scoring and other models used to predict and forecast customer behavior and financial results, to produce less accurate and reliable results.

Market conditions and other factors beyond our control could negatively impact the availability and cost of funding for our operations. We fund our operations through a number of sources, including securitizations, deposits at our bank subsidiaries and sales of unsecured debt securities. Currently our unsecured debt is rated below investment grade. Non-investment grade ratings of our unsecured debt from rating agencies could make it more difficult and more costly for us to sell debt or equity securities in the capital markets. Continuation of our below investment grade ratings or a down-grade of any of the ratings of our unsecured debt may negatively affect, among other things, our ability to borrow or raise funds on terms that we consider favorable to us. If we are unable to obtain funding on favorable terms, it may negatively impact our ability to fund our operations.

Item 7. ***Management's Discussion and Analysis of Financial Condition and Results of Operations***

In April 2007, the Board of Directors of Advanta Corp. approved a three-for-two stock split, in the form of a 50% stock dividend payable June 15, 2007, on both Class A and Class B Common Stock. We have adjusted all share amounts and per share data in Management's Discussion and Analysis of Financial Condition and Results of Operations to reflect the stock split for all periods presented.

Overview

Our Advanta Business Cards segment issues (through Advanta Bank Corp.) business purpose credit cards to small businesses and business professionals in the United States. Our business credit card accounts provide approved customers with unsecured revolving business credit lines. Advanta Business Cards revenue is generated through interest earned on outstanding balances, interchange income, balance transfer fees, cash usage fees and other fees. Through the first quarter of 2001, we had two additional lending businesses, Advanta Mortgage and Advanta Leasing Services. In the first quarter of 2001, we completed our exit from the mortgage business, announced the discontinuance of our leasing business, and restructured our corporate functions to a size commensurate with our ongoing businesses. Changes in estimate related to our exit from the mortgage business and discontinuance of the leasing business are reported as discontinued operations for all periods presented.

Our strategy in Advanta Business Cards is to maximize long-term profits by attracting and retaining high credit quality customers and deepening our customer relationships. Our marketing campaigns have been designed to achieve our strategy by utilizing competitively-priced product offerings that have typically included promotional pricing and rewards. Our recent credit card product offerings were designed to be the best combinations of pricing, rewards, features and customer service for small businesses and business professionals. We use a targeted approach to market segments, aiming to anticipate the needs of various small businesses and business professionals, and to offer products and services that are useful to them. Our strategy also involves strengthening and deepening our relationships with our existing customers through our rewards programs, tailored promotional offers, on-line account management tools and a high level of customer service.

Our primary competitors are among the largest issuers of credit cards in the United States. We believe our exclusive focus on the small business market, as well as our experience in serving this market, provide us with a competitive advantage as compared to these larger competitors. Small business credit cards generally represent a less significant portion of our competitors' businesses as compared to their consumer credit card portfolios. We believe that our focus and size enable us to quickly respond to the market environment. The small business credit card market has grown significantly in the past several years. We expect the continued migration of small businesses to business credit cards from consumer credit cards and increased usage of business credit cards as a payment vehicle to generate continued growth opportunities.

The current market and economic environments present us with inherent and specific challenges. The general economic environment in the United States has had and may continue to have a significant impact on our results. We believe that deterioration in the U.S. economy in the fourth quarter of 2007 has negatively impacted the credit quality of our receivables and decreased rates of growth in customer merchandise sales volume in late 2007. We have experienced continued increases in delinquency rates and lower growth in merchandise sales volume in January 2008 which may negatively impact our 2008 results. Additional deterioration in the U.S. economy could cause these trends to continue or worsen. We anticipate that the negative effects of the economic downturn will be partially offset by higher net interest margin resulting from decreases in market interest rates. The intense competition in the credit card industry may also affect our ability to attract and retain high credit quality customers and to deepen or maintain our customer relationships. We believe that a strong U.S. economy could favorably impact the credit quality of our receivables and increase customer activity. Improvement in the U.S. economy could result in lower net interest margin that we believe could be partially offset by increases in customer merchandise sales volume and improvements in the credit quality of our receivables.

In response to the current market and economic challenges, we continue to develop and refine our product offerings, services and strategies to help us achieve our strategic objectives including originating and retaining profitable relationships with high credit quality customers. As part of our response, we may continue to test new

investments in each respective period. We had a net gain of $1.2 million on venture capital investments for the year ended December 31, 2007, gains of $1.4 million for 2006, and a net gain of $593 thousand for 2005. The estimated fair value of our venture capital investments was $413 thousand at December 31, 2007 and $1.0 million at December 31, 2006. In recent years, we have limited our new venture capital investment activity and we presently do not expect to make significant additional venture capital investments.

Pretax income for the year ended December 31, 2007 includes $12.0 million of expenses associated with a contingent obligation to indemnify Visa Inc. for certain litigation matters. See "Contingencies" section of Management's Discussion and Analysis of Financial Condition and Results of Operations for further discussion. Pretax income for the year ended December 31, 2005 includes a $67.7 million pretax gain on transfer of consumer credit card business relating to our May 28, 2004 agreement with Bank of America Corp. ("Bank of America"). See "Gain on Transfer of Consumer Credit Card Business" section of Management's Discussion and Analysis of Financial Condition and Results of Operations for further discussion.

Gain (loss), net, on discontinuance of mortgage and leasing businesses was comprised of the following components for the years ended December 31:

($ in thousands, except per share amounts)	2007	2006	2005
Mortgage business pretax gain (loss) on discontinuance	$ 800	$ 500	$ (13,762)
Leasing business pretax gain on discontinuance	865	700	3,500
Income tax (expense) benefit	(643)	(462)	4,002
Gain (loss), net, on discontinuance of mortgage and leasing businesses	$ 1,022	$ 738	$ (6,260)
Per combined common share, assuming dilution	$ 0.02	$ 0.02	$ (0.14)

In each of the periods presented, we revised our estimates related to the exit from the mortgage business and discontinuance of the leasing business and recognized pretax gains or losses on discontinuance as shown in the table above. See "Discontinued Operations" in Management's Discussion and Analysis of Financial Condition and Results of Operations for further discussion.

Critical Accounting Policies and Estimates

Our significant accounting policies are described in Note 2 to the consolidated financial statements. The preparation of financial statements in accordance with U.S. generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. Estimates are inherently subjective and are susceptible to significant revision as more information becomes available. Changes in estimates could have a material impact on our financial position or results of operations. We have identified the following as our most critical accounting policies and estimates because they require management's most difficult, subjective or complex judgments as a result of the need to make estimates about the effect of matters that are inherently uncertain. We have discussed the development, selection and disclosure of the critical accounting policies and estimates with the Audit Committee of the Board of Directors. Where management has provided sensitivities below, they depict only certain possibilities out of a large set of possible scenarios. These sensitivities do not reflect management's expectations of changes and are for demonstrative purposes only.

Allowance for Receivable Losses

Receivables on the consolidated balance sheets are presented net of the allowance for receivable losses. The allowance for receivable losses represents management's estimate of probable losses inherent in the on-balance sheet receivable portfolio. We establish the allowance for receivable losses through provisions charged to earnings. We report provisions for credit losses, representing the portion of receivable losses attributable to principal, separately on the consolidated income statements. We record provisions for interest and fee receivable losses as direct reductions to interest and fee income. The allowance for receivable losses is evaluated on a regular basis by management and is based upon management's review of the collectibility of receivables in light of historical

experience by receivable type, the nature and volume of the receivable portfolio, adverse situations that may affect the borrowers' ability to repay and prevailing economic conditions. Since our business credit card receivable portfolio is comprised of smaller balance homogeneous receivables, we generally evaluate the receivables collectively for impairment through the use of a migration analysis as well as the consideration of other factors that may indicate increased risk of loss, such as bankrupt accounts, overlimit accounts or accounts that have been re-aged or entered a workout program. A migration analysis is a technique used to estimate the likelihood that a receivable or pool of receivables will progress through various delinquency stages and charge off. The allowance evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. Changes in economic conditions, the composition and risk characteristics of the receivables portfolio, bankruptcy laws or regulatory policies could impact our credit losses. A 10% change in the allowance for business credit card receivable losses at December 31, 2007 would impact the allowance for receivable losses and pretax income of the Advanta Business Cards segment by $6.7 million. See Note 5 to the consolidated financial statements for a rollforward of the allowance for receivable losses including provisions and charge-offs in each reporting period.

Securitization Income

A significant portion of our funding for the Advanta Business Cards segment is through securitizations. Retained interests in securitizations are included in accounts receivable from securitizations on the consolidated balance sheets. These assets are carried at estimated fair value and the resulting unrealized gain or loss from the valuation is included in securitization income on the consolidated income statements. We estimate the fair value of retained interests in securitizations based on a discounted cash flow analysis if quoted market prices are not available. We estimate the cash flows of the retained interest-only strip as the excess of the interest yield on the pool of the receivables sold over the sum of the interest rate earned by noteholders, the servicing fee and future credit losses over the life of the existing receivables. We discount cash flows from the date the cash is expected to become available to us using an interest rate that management believes a third party purchaser would demand. The discounted cash flow analysis is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. Changes in economic conditions, market interest rates, changes in the level of payments on securitized receivables, the composition and risk characteristics of the securitized receivables, bankruptcy laws or regulatory policies could cause actual cash flows from the securitized receivables to vary from management's estimates.

Note 6 to the consolidated financial statements summarizes the key assumptions used to estimate the fair value of retained interests in securitizations during each of the reporting periods and at December 31, 2007 and 2006. Note 6 also includes a sensitivity analysis of the valuations of retained interests in securitizations, assuming two changes in each of those assumptions at December 31, 2007. See "Securitization Income" section of Management's Discussion and Analysis of Financial Condition and Results of Operations for a discussion of valuation adjustments to retained interests in securitizations in each of the reporting periods.

Rewards Programs

We offer rewards programs with most of our business purpose credit cards. Under our rewards programs, customers may earn cash back rewards and/or business rewards that can be redeemed for travel, gift certificates or merchandise. We estimate the costs of future rewards redemptions and record a liability at the time rewards are earned by the customer. These costs of future rewards redemptions are recorded as a reduction of other revenues on the consolidated income statements. Estimates of the costs of future rewards redemptions require management to make predictions about future customer behavior, including assumptions regarding the percentage of earned rewards that customers will ultimately redeem and the cost of business rewards. We base the assumptions on historical experience, consideration of changes in portfolio composition and changes in the rewards programs, including redemption terms. It is reasonably possible that actual results will differ from our estimates or that our estimated liability for these programs may change. If either the estimated percentage of earned rewards that customers will ultimately redeem for each program or the estimated cost per redeemed reward point increased by 10% at December 31, 2007, other revenues of the Advanta Business Cards segment would decrease $3.8 million and other liabilities would increase by the same amount.

Discontinued Operations

For the year ended December 31, 2007, we recorded a net after-tax gain on the discontinuance of our mortgage and leasing businesses of $1.0 million. The components of the net gain included a $800 thousand pretax gain on the discontinuance of the mortgage business, a $865 thousand pretax gain on the discontinuance of the leasing business, and tax expense of $643 thousand. The gain on the discontinuance of the mortgage business represented a favorable change in estimate in an experience refund related to a former mortgage insurance product, partially offset by an increase in estimates of legal expenses on mortgage business-related contingent liabilities. The gain on the discontinuance of the leasing business represented changes in estimated leasing operating results of the leasing segment over the wind down period. The largest components of the change in leasing estimate in 2007 were favorable results relating to insurance reimbursements, sales tax assessments, credit recoveries and operating expenses.

For the year ended December 31, 2006, we recorded a net after-tax gain on the discontinuance of our mortgage and leasing businesses of $738 thousand. The components of the net gain included a $500 thousand pretax gain on the discontinuance of the mortgage business, a $700 thousand pretax gain on the discontinuance of the leasing business, and tax expense of $462 thousand. The gain on the discontinuance of the mortgage business represented changes in estimates of legal expenses and related insurance reimbursements, and other favorable changes in estimate related to a former mortgage insurance product. The gain on the discontinuance of the leasing business represented changes in estimated leasing operating results of the leasing segment over the wind down period. The largest components of the change in leasing estimate in 2006 were favorable credit recoveries and equipment realization rates based on recent performance trends.

For the year ended December 31, 2005, we recorded a net after-tax loss on the discontinuance of our mortgage and leasing businesses of $6.3 million. The components of the net loss included a $13.8 million pretax loss on the discontinuance of the mortgage business, a $3.5 million pretax gain on the discontinuance of the leasing business, and a tax benefit of $4.0 million. The loss on the discontinuance of our mortgage business included a $25.5 million loss resulting from the court ruling in the July 26, 2001 litigation with Chase Manhattan Mortgage Corporation (“Chase”), a $3.1 million gain on the settlement with Chase of separate litigation that commenced during 2004, and an $8.6 million gain representing a change in estimate of costs of mortgage business-related contingent liabilities. The change in estimate of costs of mortgage business-related contingent liabilities was due primarily to recoveries from insurance reimbursements for past and ongoing legal expenses, partially offset by increased litigation reserves and reserves for legal costs based on developments in litigation prior to the resolution of the Chase matters. The gain on the discontinuance of the leasing business represented a change in estimated leasing operating results of the leasing segment over the remaining life of the lease portfolio based on performance trends, including favorable credit performance, sales tax refunds and reduced estimates of certain operating expenses, partially offset by a reduction in our estimated realization rate on equipment residuals.

Off-Balance Sheet Arrangements

Off-Balance Sheet Securitizations

Off-balance sheet business credit card securitizations provide a significant portion of our funding and they are one of our primary sources of liquidity. At December 31, 2007, off-balance sheet securitized receivables represented 67% of our funding. Our credit risk in the securitized receivables is limited to the amount of our retained interests in securitizations. We had securitized business credit card receivables of $5.3 billion at December 31, 2007 and $4.1 billion at December 31, 2006.

We generally retain an interest in securitized receivables in the form of subordinated trust assets, cash collateral accounts and retained interest-only strips. Subordinated trust assets represent an ownership interest in the securitized receivables that is subordinated to the other noteholders’ interests. Retained interests in securitizations serve as credit enhancement to the noteholders’ interests in the securitized receivables. We had $213.1 million of retained interests in securitizations at December 31, 2007 and $234.1 million at December 31, 2006. The fair values of retained interests in securitizations are dependent upon the performance of the underlying securitized receivables and market-driven interest rates and credit spreads. Our retained interests in securitizations entitle us to the excess spread on the receivables. Excess spread represents income-related cash flows on securitized receivables (interest,

interchange and fees) net of noteholders' interest, servicing fees and credit losses. If the income-related cash flows on securitized receivables do not exceed the other components of the excess spread, the value of our retained interests will decline, potentially to zero.

The following table summarizes securitization data including income and cash flows for the years ended December 31:

($ in thousands)	2007	2006	2005
Average securitized receivables	$ 4,696,289	$ 3,337,888	$ 2,675,906
Securitization income	79,040	114,938	109,051
Discount accretion	20,449	18,158	14,809
Interchange income	199,519	155,160	126,056
Servicing revenues	92,393	63,726	51,079
Proceeds from new securitizations	1,391,984	2,160,674	1,248,066
Proceeds from collections reinvested in revolving-period securitizations	10,684,642	7,553,476	6,023,825
Cash flows received on retained interests	323,566	332,439	301,531

See Note 6 to the consolidated financial statements for the key assumptions used in estimating the fair value of retained interests in securitizations during each reporting period and at December 31, 2007 and 2006. Our accounting policies related to securitization transactions are discussed in Note 2 to the consolidated financial statements and the "Critical Accounting Policies and Estimates" section of Management's Discussion and Analysis of Financial Condition and Results of Operations.

Our $150 million AdvantaSeries 2005-A4 securitization ended its revolving period in December 2007 and noteholders were paid in February 2008. The scheduled end of the revolving periods of our other securitizations extend to the following years at December 31, 2007:

($ in thousands)	2008	2009	2010	2011	Total
Noteholder Principal Balance at December 31, 2007(1):					
Series 1997-A	$ 81,718	$ 0	$ 0	$ 0	$ 81,718
Series 2001-A	300,000	0	0	0	300,000
Series 2007-A	93,453	0	0	0	93,453
AdvantaSeries	1,445,000	1,815,000	715,000	640,000	$ 4,615,000
Total	$ 1,920,171	$ 1,815,000	$ 715,000	$ 640,000	$ 5,090,171

(1) A portion of the noteholder principal balance of securitized receivables as of December 31, 2007 was owned by Advanta and included in accounts receivable from securitizations on the consolidated balance sheet. The principal balances owned by Advanta are subordinated to the other noteholders' interests.

Noteholder principal balances at December 31, 2007 are comprised of $4.0 billion of floating rate notes and $1.2 billion of fixed rate notes. In addition to noteholder principal balance, our securitized business credit card receivables included billed interest and fees of $75.2 million on those accounts at December 31, 2007.

When a securitization is in its revolving period, principal collections on securitized receivables allocated to that securitization are used to purchase additional receivables to replenish receivables that have been repaid. In contrast, when a securitization starts its accumulation period, principal collections are held in the trust until the payment date of the notes. As principal is collected on securitized receivables during an accumulation period of a securitization, we need to replace that amount of funding. The revolving periods for each securitization, except Series 1997-A and Series 2007-A, may be extended for up to seven months past the scheduled end of the revolving period if the payment rates on the receivables in the trust meet certain thresholds. The AdvantaSeries 2006-A1 $200 million securitization ended its revolving period in September 2007 and noteholders were paid in November 2007.

As set forth in the table below, at December 31, 2007 and 2006, our bank subsidiaries had capital at levels a bank is required to maintain to be classified as "well-capitalized" under the regulatory framework for prompt corrective action. However, Advanta National Bank did not meet the definition of "well-capitalized" as of December 31, 2006 because of the existence of its agreement with its regulatory agency, even though it had achieved the higher imposed capital ratios required by the agreement.

	Actual		To Be Adequately Capitalized Under Prompt Corrective Action Provisions		To Be Well-Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
December 31, 2007						
Total Capital (to Risk-Weighted Assets)						
Advanta Bank Corp.	$ 446,197	22.66%	$ 258,762	≥ 8.0%	$ 284,330	≥ 10.0%
Advanta Bank	15,437	97.12	1,272	≥ 8.0	1,590	≥ 10.0
Tier I Capital (to Risk-Weighted Assets)						
Advanta Bank Corp.	$ 405,517	20.60%	$ 178,594	≥ 4.0%	$ 207,548	≥ 6.0%
Advanta Bank	15,266	96.04	635	≥ 4.0	953	≥ 6.0
Tier I Capital (to Average Assets)						
Advanta Bank Corp.	$ 405,517	17.54%	$ 92,499	≥ 4.0%	$ 115,624	≥ 5.0%
Advanta Bank	15,266	38.96	1,960	≥ 4.0	1,960	≥ 5.0
December 31, 2006						
Total Capital (to Risk-Weighted Assets)						
Advanta Bank Corp.	$ 439,335	21.37%	$ 259,648	≥ 8.0%	$ 286,535	≥ 10.0%
Advanta National Bank	77,984	287.33	2,170	≥ 8.0	2,715	≥ 10.0
Tier I Capital (to Risk-Weighted Assets)						
Advanta Bank Corp.	$ 398,653	19.39%	$ 177,516	≥ 4.0%	$ 207,866	≥ 6.0%
Advanta National Bank	77,762	286.51	1,085	≥ 4.0	1,628	≥ 6.0
Tier I Capital (to Average Assets)						
Advanta Bank Corp.	$ 398,653	20.33%	$ 78,444	≥ 4.0%	$ 98,055	≥ 5.0%
Advanta National Bank	77,762	78.25	3,975	≥ 4.0	4,970	≥ 5.0

Note 15. Restrictions on Dividends, Loans and Advances

In the normal course of business, Advanta Corp. and its subsidiaries enter into agreements, or are subject to regulatory requirements, that result in dividend and loan restrictions.

Banks insured by the Federal Deposit Insurance Corporation are subject to certain provisions of the Federal Reserve Act which impose various legal limitations on the extent to which banks may finance or otherwise supply funds to certain of their affiliates. In particular, Advanta Bank Corp. and Advanta Bank are subject to certain restrictions on any extensions of credit to, or other covered transactions, such as certain purchases of assets, with Advanta Corp. or its affiliates. These restrictions prevent Advanta Bank Corp. and Advanta Bank from lending to Advanta Corp. and its affiliates unless these extensions of credit are secured by U.S. Government obligations or other specified collateral. Further, secured extensions of credit are limited in amount: (1) as to Advanta Corp. or any affiliate, to 10% of each bank's capital and surplus; and (2) as to Advanta Corp. and all affiliates in the aggregate, to 20% of each bank's capital and surplus.

Under grandfathering provisions of the Competitive Equality Banking Act of 1987, Advanta Corp. is not required to register as a bank holding company under the Bank Holding Company Act of 1956, as amended, so long

Exhibit B

Pricing Supplement dated July 1, 2007 Rule #424(b)(3)
(To Prospectus dated August 18, 2006) File No. 333-136724

ADVANTA CORP.
For use only by residents of:
CA, CO, CT, DE, FL, GA, KS, MA, MD, MN, NJ, OR, PA and UT

ADVANTA INVESTMENT NOTES -- MINIMUM INVESTMENT $5,000

Term	Interest Rate	Annual Percentage Yield(1)
3 month	5.12%	5.25%
6 month	5.26%	5.40%
12 month	5.35%	5.50%
18 month	5.40%	5.55%
24 month	5.45%	5.60%
30 month	5.50%	5.65%
3 year	5.59%	5.75%
4 year	5.83%	6.00%
5 year	6.30%	6.50%
7 year	6.77%	7.00%
10 year	7.23%	7.50%

REDIRESERVE VARIABLE RATE CERTIFICATES -- MINIMUM INVESTMENT $5,000

Balance Tier	Interest Rate	Annual Percentage Yield(2)
$100 to $4,999	4.50%	4.60%
$5,000 to $24,999	4.55%	4.65%
$25,000 to $49,999	4.60%	4.71%
$50,000 plus	4.65%	4.76%

1 The stated Annual Percentage Yields (APYs) assume all interest reinvested daily at the stated rate.

2 The stated Annual Percentage Yields (APYs) assume all interest reinvested daily at the stated rate. The interest rate we pay on any particular RediReserve Certificate depends on the tier into which the holder's end-of-the-day balance falls. We will not pay interest on a RediReserve Certificate for any day on which the end-of-the-day balance is less than $100. Interest rates and annual percentage yields for each tier may change from week to week and will apply to outstanding RediReserve Certificates. We currently set the interest rates each Sunday and they are effective through Saturday. Interest rates for each one week period, currently commencing on Sunday, will be at least equal to the rate on the thirteen week U.S. Treasury Bill auctioned on the immediately preceding Monday less one percent (1%).

ADDITIONAL INFORMATION - RECENT DEVELOPMENTS

We file annual, quarterly and special reports, proxy statements and other information, including information about recent developments, with the SEC. You may read and copy any document we file at the following public reference room maintained by the SEC at: 100 F Street NE, Room 1580, Washington, D.C. 20549.

You may obtain information on the operation of the SEC's public reference room by calling the SEC at 1-800-SEC-0330. Our SEC filings also are available to the public from the SEC's Internet website at http://www.sec.gov.

AN OFFER CAN ONLY BE MADE BY THE PROSPECTUS DATED AUGUST 18, 2006, IN CONJUNCTION WITH THIS PRICING SUPPLEMENT. SEE "RISK FACTORS" BEGINNING AT PAGE 11 OF THE PROSPECTUS FOR A DISCUSSION OF CERTAIN FACTORS WHICH SHOULD BE CONSIDERED IN CONNECTION WITH AN INVESTMENT IN THE NOTES AND REDIRESERVE CERTIFICATES. THE NOTES AND REDIRESERVE CERTIFICATES REPRESENT OBLIGATIONS OF ADVANTA CORP. AND ARE NOT INSURED OR GUARANTEED BY THE FDIC OR ANY GOVERNMENTAL OR PRIVATE ENTITY.

For More Information Call	Utah Residents, Please Call
1-800-223-7074	1-800-259-5862

Exhibit C

Pricing Supplement dated July 5, 2009
(To Prospectus dated February 9, 2009)

Rule #424(b)(3)
File No. 333-136724

Advanta Corp.
For use only by residents of: CA, CO, CT, DE, FL, GA, KS, MA, MD, MN, NJ, OR, PA and UT

ADVANTA INVESTMENT NOTES — Minimum Investment $5,000

Term	Interest Rate	Annual Percentage Yield (1)
3 month	7.70%	8.00%
6 month	8.62%	9.00%
12 month	10.44%	11.00%
18 month	9.53%	10.00%
24 month	11.38%	12.05%
30 month	9.53%	10.00%
3 year	9.99%	10.50%
4 year	10.44%	11.00%
5 year	10.89%	11.50%
7 year	11.11%	11.75%
10 year	11.38%	12.05%

1 The stated Annual Percentage Yields (APYs) assume all interest reinvested daily at the stated rate.

SPECIAL INVESTMENT NOTE TERM
FOR RENEWING INVESTMENT NOTE AND REDIRESERVE CERTIFICATE INVESTORS(2)
Minimum Investment $5,000

Term	Interest Rate	Annual Percentage Yield (3)
14 month	11.56%	12.25%

2 The 14-month investment note term is only being offered to Renewing Investment Note and RediReserve Certificate Investors (as defined in the next sentence) and is only available for investments of $5,000 or greater. "Renewing Investment Note and RediReserve Certificate Investors" are holders of maturing Investment Notes who renew those Investment Notes for the 14-month term and holders of a RediReserve Certificate who invest funds from an existing RediReserve Certificate in a 14-month investment note.

3 The stated Annual Percentage Yield (APY) assumes all interest reinvested daily at the stated rate.

REDIRESERVE VARIABLE RATE CERTIFICATES — Minimum Investment $5,000

Balance Tier	Interest Rate	Annual Percentage Yield (4)
$100 to $4,999	4.50%	4.60%
$5,000 to $24,999	4.55%	4.65%
$25,000 to $49,999	4.60%	4.71%
$50,000 plus	4.65%	4.76%

4 The stated Annual Percentage Yields (APYs) assume all interest reinvested daily at the stated rate. The interest rate we pay on any particular RediReserve Certificate depends on the tier into which the holder's end-of-the-day balance falls. We will not pay interest on a RediReserve Certificate for any day on which the end-of-the-day balance is less than $100. Interest rates and APYs for each tier may change from week to week and will apply to outstanding RediReserve Certificates. We currently set the interest rates each Sunday and they are effective through Saturday. Interest rates for each one week period, currently commencing on Sunday, will be at least equal to the rate on the thirteen week U.S. Treasury Bill auctioned on the immediately preceding Monday less one percent (1%).

ADDITIONAL INFORMATION — RECENT DEVELOPMENTS

We file annual, quarterly and special reports, proxy statements and other information, including information about recent developments, with the SEC. You may read and copy any document we file at the following public reference room maintained by the SEC at: **100 F Street NE, Room 1580, Washington, D.C. 20549.**

You may obtain information on the operation of the SEC's public reference room by calling the SEC at 1-800-SEC-0330. Our SEC filings also are available to the public from the SEC's Internet website at http://www.sec.gov.

An offer can only be made by the prospectus dated February 9, 2009, in conjunction with this pricing supplement. See "Risk Factors" beginning at page 10 of the prospectus for a discussion of certain factors which should be considered in connection with an investment in the Notes and

RediReserve Certificates. The Notes and RediReserve Certificates represent obligations of Advanta Corp. and are not insured or guaranteed by the FDIC or any governmental or private entity.

For More Information Call	Utah Residents, Please Call
1-800-223-7074	**1-800-259-5862**

PS 07/09

Exhibit D

As Filed with the Securities and Exchange Commission on August 18, 2006

Registration No.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-3

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ADVANTA CORP.

(Exact name of registrant as specified in its charter)

DELAWARE	**23-1462070**
(State or Other Jurisdiction of Incorporation or Organization)	*(I.R.S. Employer Identification No.)*

Welsh & McKean Roads, P.O. Box 844
Spring House, PA 19477
(215) 657-4000
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Elizabeth H. Mai, Esquire
Senior Vice President, Secretary and General Counsel
Advanta Corp.
Welsh & McKean Roads, P.O. Box 844
Spring House, PA 19477
(215) 657-4000
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ☐

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ☑

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☑

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)(2)	Proposed Maximum Offering Price per Unit(2)	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee(3)
RediReserve Variable Rate Certificates; Notes	$350,000,000	100%	$350,000,000	$37,450

(1) Pursuant to Rule 457 under the Securities Act, which permits the registration fee to be calculated on the basis of the maximum offering price of all the securities listed, the table does not specify by each class information as to the amount to be registered or proposed maximum offering price per unit. In no event will the aggregate initial offering price of the securities registered hereby exceed $350,000,000, or the equivalent thereof in one or more foreign currencies or units of two or more foreign currencies or composite currencies, including the European currency unit.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act.

(3) Pursuant to Rule 457(p) under the Securities Act, we are carrying forward $15,640 of this amount which was previously paid upon the filing by Advanta Corp. of a registration statement on Form S-3 on June 17, 2002 (File No. 333-90642) and allocable to $170,000,000 of unsold securities covered thereby which are herby deemed deregistered.

$350,000,000 Principal Amount of Senior Debt Securities

RediReserve Variable Rate Certificates
Investment Notes With Maturities of 91 Days to Ten Years

Advanta Corp. is offering its senior unsecured debt securities, known as RediReserve variable rate certificates and investment notes. The RediReserve certificates and investment notes are senior unsecured debt obligations of Advanta Corp. that will rank equal in right of payment with our existing and future unsecured senior debt, and effectively rank junior to all secured debt of Advanta Corp. and to all indebtedness and other liabilities of our subsidiaries. RediReserve certificates are non-negotiable instruments that do not have a maturity date and pay interest at a variable rate. A RediReserve certificate is a demand investment that is redeemable in whole or in part at any time at the option of the holder. Investment notes are non-negotiable term notes, each with a fixed maturity date, and pay interest at a fixed rate or variable rate, as provided in the applicable prospectus supplement. We may offer investment notes from time to time with maturities ranging from 91 days to ten years, at our option. We will establish interest rates for the securities offered by this prospectus from time to time in supplements to this prospectus. We also may vary other terms of the securities offered by this prospectus from time to time in supplements to this prospectus.

Unless we provide otherwise in a prospectus supplement, we will sell the RediReserve certificates and the investment notes directly through our employees.

We will not list the RediReserve certificates or the investment notes for sale on a securities exchange. We do not expect that any active trading market for these securities will develop or be sustained.

An investment in the RediReserve certificates or the investment notes involves risks. You should consider carefully the risk factors and other information provided in this prospectus and any supplement to this prospectus before you decide to purchase these securities. See "Risk Factors" beginning on page 11.

We will receive all of the proceeds from the sale of the RediReserve certificates and the investment notes, from which we will pay underwriters' discounts and commissions, if any.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is August 18, 2006.

RISK FACTORS

Before you invest in any of the securities offered by this prospectus, you should be aware that an investment in the securities offered by this prospectus involves various risks, including those described below. You should consider carefully these risk factors together with all of the other information included in this prospectus and the applicable prospectus supplement before you decide to purchase any of the securities. Additional factors that may adversely affect the business, results and financial condition of Advanta Corp. and its subsidiaries are discussed in Advanta Corp.'s periodic reports filed with the SEC and incorporated by reference herein, as described in this prospectus under the heading "Where You Can Find More Information."

We do not expect there will be a trading market for the investment notes or the RediReserve certificates.

You must be prepared to hold your investment notes until maturity because we do not expect there will be a trading market for your investment notes that will allow you to resell your investment notes. Although, in our sole discretion, we may allow an early redemption of your investment note, we are not obligated to so do. If we do allow you to redeem your investment notes before maturity, we have the right to impose a penalty and you may not recover the full amount of your original principal investment.

We do not expect there will be a trading market for the RediReserve certificates, although holders of the RediReserve certificates may redeem them in full or in part at any time.

There is no sinking fund, security, or guarantee for our obligation to make payments on the securities, so you will have to rely solely on our revenues from operations and other sources of funds for repayment.

The securities offered by this prospectus are senior unsecured debt securities. They are not secured by any of our assets. We do not contribute funds to a separate account, commonly known as a sinking fund, to make interest or principal payments on the securities. Further, none of our subsidiaries or affiliates has offered any guarantee of payment on the securities if we do not have enough funds to make interest and/or principal payments. Therefore, if you invest in any of the securities, you will have to rely only on our revenues from operations and other sources of funds for repayment of principal at maturity or redemption, and for payment of interest when due.

Advanta Corp. is not a bank and investments in the securities offered by this prospectus are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other source.

Neither the RediReserve certificates nor the investment notes are insured or guaranteed by any corporation, bank or other private entity or by the Federal Deposit Insurance Corporation or any other governmental agency. As a result, your investment in RediReserve certificates or investment notes will not have the benefit of any of these protections. Only Advanta Corp. is obligated to pay the principal of and interest on the securities, and only its assets are available for this purpose. If Advanta Corp.'s assets are insufficient to pay the principal of and interest on the securities, you could lose some or all of your investment.

Your right to receive payment on the securities may be junior to the rights of depositors and other creditors of our subsidiaries to be paid money owed to them.

Advanta Corp. is a holding company and our assets consist primarily of investments in our subsidiaries. Our subsidiaries conduct substantially all of our consolidated operations and own substantially all of our consolidated assets. As a result, Advanta Corp.'s cash flow and our ability to meet our debt service obligations depend on the cash flow of our subsidiaries and the payment of funds by the subsidiaries to Advanta Corp. in the form of loans, dividends or otherwise. State and federal regulation of our banking and insurance subsidiaries also impose limitations on the ability of these subsidiaries to make loans or pay dividends to us.

In addition, our right to receive any distribution of assets from any of our subsidiaries if they liquidate their assets or undergo a reorganization or other similar transaction is junior to the claims of creditors of the subsidiary. Consequently, unless we are recognized as a creditor of the subsidiary, the securities offered by this prospectus will effectively rank junior in right of repayment to all of the existing and future liabilities of our subsidiaries. At June 30, 2006, our subsidiaries had total liabilities, excluding liabilities owed to us, of approximately $1.3 billion. The indenture does not limit the amount of secured or unsecured debt any of our subsidiaries may incur.

If we are unable to receive distributions from our subsidiaries, either as cash flow or following a liquidation, we may not be able to meet our obligations under the securities or continue our normal business operations.

We may incur additional indebtedness ranking senior or equal to the securities, which may have the effect of reducing the amount of proceeds paid to you if we are involved in a bankruptcy or other similar proceeding.

The terms of the indenture do not prohibit us from incurring additional indebtedness or limit the amount of secured or unsecured debt we may incur. We may incur substantial additional indebtedness, including secured debt which would be senior in right of repayment to that of the holders of the securities offered by this prospectus. In addition, we may incur additional debt that ranks equally with the securities offered by this prospectus, including, but not limited to, other senior unsecured debt securities and trade payables. Any of these actions could have the effect of reducing the amount of proceeds paid to you if we are involved in a bankruptcy, liquidation, dissolution, reorganization or similar proceeding, or upon a default in payment on, or the acceleration of, any debt.

The indenture governing the securities provides limited protection for you in the event of a change in voting control of Advanta Corp.

The securities offered by this prospectus are governed by a trust indenture which is an agreement between us and the trustee about the terms of the securities. The indenture provides only limited protection for holders of the securities if Advanta Corp. were to be purchased through what is known as a leveraged buy-out or if there is a change in who has voting control over us. A leveraged buy-out is a transaction where a buyer seeking to purchase Advanta Corp. relies on our credit and uses our assets as collateral to borrow funds to finance the purchase. Though the

indenture requires a buyer to assume our obligations to holders of securities under the indenture, the indenture does not prohibit the buyer from incurring additional debt through a leveraged buy-out which might be senior in right of repayment to that of the holders of the securities. This type of transaction might reduce the cash available to us or to anyone who may acquire us, and hurt our ability, or the ability of anyone who acquires us, to make payments on the securities.

The indenture governing the securities contains limited events of default and rights of individual holders to institute legal proceedings.

The indenture governing the securities contains only limited events of default other than our failure to pay principal or interest on time, and limits the rights of individual holders to institute legal proceedings in connection with the indenture or for any remedy under the indenture, other than to enforce the holder's right to payment of principal and interest when due. See "Description of Securities — Provisions Relating to All Securities — Events of Default." For instance, you may not institute a legal proceeding unless you have previously given to the trustee written notice of a continuing event of default with respect to the securities and offered reasonable indemnity to the trustee to institute that proceeding as trustee.

The non-investment grade ratings of our debt may hurt our ability to obtain funding for our operations on favorable terms and, as a result, our ability to repay indebtedness.

Currently, our debt is rated below investment grade. Non-investment grade ratings of our debt from rating agencies could make it more difficult and more costly for us to sell debt or equity securities in the capital markets. Continuation of our below investment grade ratings or a down-grade of any of the ratings of our debt may negatively affect, among other things, our ability to raise funds on terms that we consider favorable to us.

If we are unable to obtain funding on favorable terms, it may negatively impact our ability to fund our operations and, as a result, our ability to repay indebtedness, including principal and interest due on the securities offered by this prospectus.

If you hold your RediReserve certificate or investment note jointly with one or more joint holders, your investment may be redeemed by one of the other joint holders of the same security without your consent.

If you invest in a security offered by this prospectus and own it jointly with one or more other holders, there are circumstances under which any one holder may redeem or withdraw some or all funds from the security without the knowledge or consent of the other holders. See, "Redemption by the Holder on Death or Total Permanent Disability" and "Joint Holders" in this prospectus. If you own a security offered by this prospectus jointly with another holder and the other holder redeems some or all of the funds, interest will no longer accrue on the redeemed funds. If your RediReserve certificate or investment note is redeemed earlier than you expected, you may not be able to reinvest in a security bearing an equivalent rate of interest to that borne by the security that was redeemed.

Exhibit E

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	:	Chapter 11
ADVANTA CORP., *et al.*,	:	Case No. 09-13931 (KJC)
Debtors.	:	(Jointly Administered)

DISCLOSURE STATEMENT
FOR DEBTORS' JOINT PLAN UNDER
CHAPTER 11 OF THE BANKRUPTCY CODE

RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

- and -

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-800

ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION

Dated: November 2, 2010
(as modified December 17, 2010)

Code will also receive junior beneficial interests in their respective Trusts, which will entitle the holders to distributions from such Trusts after all senior Allowed Claims have been paid in full. Holders of Equity Interests in Advanta are not expected to receive any distribution and their Equity Interests will be extinguished because creditors of Advanta are not expected to be paid in full. The holder of Equity Interests in other Consolidated Debtors (except ASC), Advantennis and ASSC, which is either Advanta or one of its wholly-owned subsidiaries, will also not receive any distribution and its Equity Interests will be extinguished because creditors of such entities are not expected to be paid in full. The holders of Equity Interests in AMCUSA, Advanta Auto Finance, and Advanta Finance, which are other Debtors, will receive distributions on account of their Equity Interests in the event creditors of such Debtors are paid in full and sufficient funds remain to fund the wind-down of those Debtors. Advanta is the sole holder of Equity Interests in ASC, which has sufficient assets to pay its creditors in full. Accordingly, Advanta will retain its Equity Interests in ASC.

B. SUMMARY OF DISTRIBUTIONS UNDER THE PLAN

The following table divides the Claims against, and Equity Interests in, the Debtors into separate classes and summarizes the treatment for each class. The table also identifies which classes are impaired or unimpaired and entitled to vote on the Plan based on rules set forth in the Bankruptcy Code. Finally, the table indicates an estimated recovery for each class. **Important Note:** The recoveries described in the following table represent the Debtors' best estimates of those values given the information available at this time:

CLASS	DESIGNATION	TREATMENT	ENTITLED TO VOTE	ESTIMATED CLAIMS (Range, if any)[3]	APPROXIMATE PERCENTAGE RECOVERY (Range, if any)[4]
--	Administrative Expense Claims	Paid in full, in Cash, in an amount equal to such Allowed Claim on or as soon as reasonably practicable following the later of the Effective Date, the date on which such Claim becomes an Allowed Claim, or the date on which such Claim becomes payable under any agreement relating thereto. Claims incurred in the	No (deemed to accept)	Undetermined (including any amounts incurred and payable in the ordinary course of business)	100%

[3] The amounts set forth herein reflect the Debtors' estimates of the ultimate amount of Claims (including Intercompany Claims) that may be Allowed based on the Debtors' books and records and the amounts of Claims filed to date. In addition, the amounts set forth herein do not reflect the exercise of any setoff rights with respect to the Intercompany Claims, which the Debtors reserve the right to do. Actual amounts of the Allowed Claims will depend upon the amounts of Claims filed and the final reconciliation and resolution of all Claims. Accordingly, the actual amounts may vary from the amounts set forth herein. Nothing herein shall constitute an admission as to the allowability of any Claim, or affect the Debtors' rights to object to any Claim.

[4] Actual percentage recoveries will depend on resolution of all Claims and the ultimate result of the liquidation of all Assets. The ranges in the Disclosure Statement are based on the estimated ranges of Claims reflected herein and the Debtors' estimate of asset recoveries and costs to wind down the Debtors' estates. These estimates reflect assumptions that, although considered reasonable by the Debtors, are inherently subject to significant economic uncertainties and contingencies beyond the Debtors' control and which could be subject to material change.

CLASS	DESIGNATION	TREATMENT	ENTITLED TO VOTE	ESTIMATED CLAIMS (Range, if any)[3]	APPROXIMATE PERCENTAGE RECOVERY (Range, if any)[4]
		ordinary course of business will be paid in full or performed, as applicable, in the ordinary course of business.			
--	Professional Compensation and Reimbursement Claims	Paid in full, in Cash, in an amount equal to such Allowed Claim upon approval of the Bankruptcy Court.	No (deemed to accept)	Undetermined	100%
--	Indenture Trustees Fees	Paid in full, in Cash, in an amount equal to such Allowed Claim upon approval of the Bankruptcy Court.	No (deemed to accept)	Undetermined	100%
--	Priority Tax Claims	Paid in full, in Cash, in the full amount of such Allowed Claim on or as soon as reasonably practicable following the later of the Effective Date or the date on which such claim becomes an Allowed Claim.	No (deemed to accept)	$16,000-$54,000	100%
Class 1(a)-(f)	Other Priority Claims against the Consolidated Debtors, Advantennis, AMCUSA, Advanta Auto Finance, ASSC, and Advanta Finance, respectively	Unimpaired. Paid in full, in Cash, on or as soon as reasonably practicable following the later of the Effective Date or the date on which such Claim became an Allowed Claim.	No (deemed to accept)	$64,000 - $135,000	100%
Class 2(a)-(f)	Secured Claims against the Consolidated Debtors, Advantennis, AMCUSA, Advanta Auto Finance, ASSC, and Advanta Finance, respectively	Unimpaired. Paid in full, in Cash, on or as soon as reasonably practicable following the later of the Effective Date or the date on which such Claim became an Allowed Claim.	No (deemed to accept)	$50,000 - $66,000	100%
3	Investment Note Claims and RediReserve Certificate Claims against Advanta	Impaired. Each holder of such Allowed Claim will receive an AC Class A Beneficial Interest in the AC Trust and an Advanta Class A Beneficial Interest in the Advanta Trust, which shall entitle each holder thereof to receive its Pro Rata Share of distributions from the applicable Trust.	Yes	$140,622,494 (Allowed Amount, as per Section 4.3 of the Plan)	64.4% - 100.0%

CLASS	DESIGNATION	TREATMENT	ENTITLED TO VOTE	ESTIMATED CLAIMS (Range, if any)[3]	APPROXIMATE PERCENTAGE RECOVERY (Range, if any)[4]
4(a)	General Unsecured Claims against the Consolidated Debtors	Impaired. Each holder of such Allowed Claim will receive an AC Class A Beneficial Interest in the AC Trust and an Advanta Class A Beneficial Interest in the Advanta Trust, which shall entitle each holder thereof to receive its Pro Rata Share of distributions from the applicable Trust.	Yes	$20.8 million - $180.6 million	37.7% - 71.3%
4(b)	General Unsecured Claims against Advantennis	Impaired. Each holder of such Allowed Claim will receive an Advantennis Class A Beneficial Interest in the Advantennis Trust, which shall entitle each holder thereof to receive its Pro Rata Share of distributions from the Advantennis Trust.	Yes	$26.6 million	0.2%
4(c)	General Unsecured Claims against AMCUSA	Impaired. Each holder of such Allowed Claim will receive an AMCUSA Class A Beneficial Interest in the AMCUSA Trust, which shall entitle each holder thereof to receive its Pro Rata Share of distributions from AMCUSA Trust.	Yes	$49.0 million - $59.9 million	24.3% - 100.0%
4(d)	General Unsecured Claims against Advanta Auto Finance	Impaired. Each holder of such Allowed Claim will receive an Advanta Auto Finance Class A Beneficial Interest in the Advanta Auto Finance Trust, which shall entitle each holder thereof to receive its Pro Rata Share of distributions from the Advanta Auto Finance Trust.	Yes	$2,900 - $3,000	100%
4(e)	General Unsecured Claims against ASSC	Impaired. Each holder of such Allowed Claim will receive an ASSC Class A Beneficial Interest in the ASSC Trust, which shall entitle each holder thereof to receive its Pro Rata Share of distributions from the ASSC Trust.	Yes	$9.1 million - $9.2 million	88.6%-100%
4(f)	General Unsecured Claims against Advanta Finance	Impaired. Each holder of such Allowed Claim will receive an Advanta Finance Class A Beneficial Interest in the Advanta Finance Trust, which shall entitle each holder thereof to receive its Pro Rata Share of distributions from the Advanta Finance Trust.	Yes	$1 million	100.0%
5	Subordinated Notes Claims against	Impaired. Each holder of such Allowed Claim will receive an AC Class A Beneficial Interest in the AC	Yes	$96,511,556.06 (Allowed Amount as per Section 4.10 of the	0.0% - 29.5%

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CLASS	DESIGNATION	TREATMENT	ENTITLED TO VOTE	ESTIMATED CLAIMS (Range, if any)[3]	APPROXIMATE PERCENTAGE RECOVERY (Range, if any)[4]
	Advanta	Trust and an Advanta Class A Beneficial Interest in the Advanta Trust, which shall entitle each holder thereof to receive its Pro Rata Share of distributions from the applicable Trust. Holders of the Allowed Subordinated Notes Claims are subordinated to the holders of Allowed Investment Note Claims and Allowed RediReserve Certificate Claims, and the Plan provides that distributions that would otherwise be made to holders of the Allowed Subordinated Notes Claims will instead be made to the holders of Allowed Investment Note Claims and Allowed RediReserve Certificate Claims until such time as holders of the Allowed Investment Note Claims and Allowed RediReserve Certificate Claims are paid in full.		Plan)	
Classes 6(a)-(f)	Subordinated Claims	Impaired. Each holder of such Allowed Claim will receive a Class B Beneficial Interest in the applicable Trust, which shall entitle each holder thereof to receive its Pro Rata Share of distributions from the applicable trust, but only after payment in full of all such Trust's Allowed Administrative Expense Claims, Allowed Priority Non-Tax Claims, Allowed Tax Claims, Allowed Secured Claims, Allowed Investment Note Claims, Allowed RediReserve Certificate Claims, Allowed Subordinated Note Claims, and Allowed General Unsecured Claims, and, as applicable, funding of a reserve for such Trust for any wind down expenses and costs that the applicable Trustee determines is appropriate.	Yes	Undetermined	0%
Classes 7(a)-(c)	Equity Interests in the Consolidated Debtors (other than ASC), Advantennis, and ASSC, respectively	Impaired. No distribution expected.	No (deemed to reject)	N/A	0%

CLASS	DESIGNATION	TREATMENT	ENTITLED TO VOTE	ESTIMATED CLAIMS (Range, if any)[3]	APPROXIMATE PERCENTAGE RECOVERY (Range, if any)[4]
Classes 7(d)-(f)	Equity Interests in AMCUSA, Advanta Auto Finance, and Advanta Finance, respectively	Impaired. Each holder of such Equity Interest will receive a Class C Beneficial Interest in the applicable Trust, which shall entitle each holder thereof to receive its Pro Rata Share of distributions from the applicable Trust, but only after payment of all Allowed Claims, and, as applicable, funding of a reserve for such Trust for any wind down expenses and costs that the applicable Trustee determines is appropriate.	Yes	N/A	Undetermined
Class 7(g)	Equity Interests in ASC	Unimpaired. On the Effective Date, the Equity Interests in ASC shall be retained.	No (deemed to accept)	N/A	Undetermined

Based on current assumptions, the Debtors estimate that the initial distributions to holders of Allowed Investment Note Claims and Allowed RediReserve Certificate Claims, after giving effect to the subordination provisions governing the Subordinated Note Claims, will likely be no less than approximately 30% of the Allowed Investment Note Claims and Allowed RediReserve Certificate Claims.

THE DEBTORS BELIEVE THAT THE PLAN ACCOMPLISHES THE OBJECTIVES OF CHAPTER 11 AND THAT ACCEPTANCE OF THE PLAN IS IN THE BEST INTEREST OF THE DEBTORS AND THEIR CREDITORS. THE DEBTORS URGE CREDITORS TO VOTE TO ACCEPT THE PLAN. THE CREDITORS' COMMITTEE WAS ACTIVELY INVOLVED AS THE DEBTORS FORMULATED THE PLAN, HAS ANALYZED THE TERMS OF THE PLAN, BELIEVES THAT THE PLAN IS IN THE BEST INTERESTS OF THE DEBTORS' CREDITORS, AND RECOMMENDS THAT UNSECURED CREDITORS VOTE TO ACCEPT THE PLAN.

III.

OVERVIEW OF THE DEBTORS' OPERATIONS AND KEY EVENTS LEADING TO THE CHAPTER 11 FILINGS

A. CORPORATE STRUCTURE

Advanta is the ultimate parent company of the Advanta family of companies, which, prior to recent events, was one of the nation's largest issuers of business purpose credit cards to small businesses and business professionals in the United States. The chart attached as ***Exhibit E*** provides a general overview of the Company's prepetition corporate structure, including all of the Debtors and certain of the non-Debtor entities.

The Debtors in the Chapter 11 Cases consist of Advanta and certain of its wholly-owned direct and indirect subsidiaries listed in Section I above (the "***Subsidiary Debtors***").

Exhibit F

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) June 10, 2009

Advanta Corp.

(Exact name of registrant as specified in its charter)

Delaware	0-14120	23-1462070
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania	19477
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (215) 657-4000

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

As previously disclosed, Advanta Corp. (the "Company") has been expecting that its securitization transactions would begin early amortization in June 2009 based on the securitization trust's performance for the May monthly period. Also as previously disclosed, as part of an overall plan to limit the Company's credit loss exposure, in connection with the expected early amortization of the securitization transactions, the Company closed all of its customer accounts to future use effective May 30, 2009. As expected, on June 10, 2009, Advanta Business Receivables Corp. ("ABRC"), a wholly-owned subsidiary of the Company, filed a Form 8-K with the Securities and Exchange Commission (the "SEC") reporting that an early amortization event has occurred for the Advanta Business Card Master Trust ("ABCMT"), as more fully described below.

Defined terms used in this Form 8-K but not defined herein have the meanings ascribed to them in:

- the ABCMT Master Indenture dated as of August 1, 2000 (as amended, the "Master Indenture"), which was filed with the SEC by ABRC on a Form 8-K on August 30, 2000 (File No. 333-32874; CIK 0001107920) (the "August 2000 Form 8-K"), as amended by Amendment No. 1 thereto, dated as of May 9, 2006, which was filed with the SEC by ABRC on a Form 8-K on May 19, 2006 (File No. 333-32874; CIK 0001107920) (the "May 2006 Form 8-K");

- the Transfer and Servicing Agreement, dated as of August 1, 2000, which was filed with the SEC by ABRC on the August 2000 Form 8-K, as amended by Amendment No. 1 thereto, dated as of May 9, 2006, which was filed with the SEC by ABRC on the May 2006 Form 8-K; and

- the AdvantaSeries Indenture Supplement, dated as of November 1, 2004 ("AdvantaSeries Supplement" and together with the Master Indenture, the "Indenture"), which was filed with the SEC by ABRC on a Form 8-K on November 12, 2004 (File No. 333-81788; CIK 0001107920).

The AdvantaSeries Excess Spread Amount for the May Monthly Period was negative and caused the average Excess Spread Amount for the preceding three Monthly Periods (March through May) to be negative, resulting in an AdvantaSeries Pay Out Event pursuant to section 6.01(c) of the AdvantaSeries Supplement. As a result of the occurrence of this AdvantaSeries Pay Out Event, beginning on the June 22, 2009 Payment Date, principal on the outstanding AdvantaSeries Notes will become payable pursuant to, and in accordance with, the terms of the Indenture. As of the date of this filing, the aggregate outstanding principal amount of the AdvantaSeries Notes is $3,670,000,000.

Payments of principal to the Advanta Series Noteholders will only occur to the extent of available collections allocated to the AdvantaSeries and will be subject to the terms of the Indenture, including, among other things, the subordination provisions. Beginning on June 1, 2009 and subject to the terms of the Indenture, all ABCMT principal collections that are allocated to the AdvantaSeries are being deposited by the Servicer into the Collection Account for payment to the AdvantaSeries Noteholders. The AdvantaSeries Notes are obligations of ABCMT and are not obligations of Advanta Business Receivables Corp, Advanta Bank Corp., the Company or any of their affiliates.

Collections of Finance Charge and Administrative Receivables allocated to the AdvantaSeries are being deposited by the Servicer into the Collection Account and, to the extent available, will continue to be used to make payments of interest on the AdvantaSeries Notes and other payments in accordance with the terms of the Indenture.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Advanta Corp.
(Registrant)

Date: June 10, 2009

By: /s/ Jay A. Dubow
Jay A. Dubow, Chief
Administrative Officer, Senior Vice President,
Secretary and General Counsel

Exhibit G

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 22, 2010 (March 12, 2010)

Advanta Corp.

(Exact name of registrant as specified in its charter)

Delaware	**0-14120**	**23-1462070**
(State or other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania	**19477**
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: **(215) 657-4000**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

Advanta Corp. (the “Company”) announced today that consistent with its expectations at the time Advanta Corp. and certain of its subsidiaries (the “Debtors”) filed voluntary petitions for relief (the “Bankruptcy Filing”) under chapter 11 of the U.S. Bankruptcy Code (the “Bankruptcy Code”), the Federal Deposit Insurance Corporation (the “FDIC”) and the Utah Division of Financial Institutions have closed Advanta Bank Corp. (“ABC”), a wholly-owned subsidiary of the Company, and the FDIC has been appointed the receiver of ABC effective March 19, 2010. As a result, the FDIC has assumed all of ABC’s deposits and purchased essentially all of ABC’s assets. The Company expects no recovery from the FDIC for its ownership interest in ABC.

In addition, the FDIC has assessed cross guarantee liability against Advanta Bank (“AB”), an indirect subsidiary of the Company and an inactive Delaware bank that is in the process of liquidation and had total equity capital of approximately $5.2 million on its last Consolidated Reports of Condition and Income. The FDIC assertion is based on the common ownership of the two banks. It is too soon to tell if there will be any recovery with respect to AB.

As previously disclosed, the Company does not expect that any of the proceeds associated with the purchase or liquidation of the assets of ABC will be distributed to the Company or its stakeholders, including stockholders and creditors.

A copy of the FDIC’s press release can be found on the FDIC’s website at www.fdic.gov. Customers of ABC who have questions or would like more information about the bank’s closure can visit the FDIC’s website or call the FDIC’s Public Information Center toll-free at 1-877-275-3342.

Prior to ABC’s closing, the following occurred:

1. Subsequent to ABC’s January 29, 2010 filing of its Consolidated Reports of Condition and Income (the “Call Report”) for the quarter ended December 31, 2009, which included disclosure that ABC was in discussions with the FDIC regarding certain accounting matters, ABC filed an amended Call Report for the same period on March 12, 2010. The amended report showed a decrease in ABC’s total equity capital compared to the originally filed report. Total equity capital was adjusted from $56.4 million to a deficit of $40.6 million. The Company disagrees with the accounting treatment of certain matters reflected in the original Call Report and the amended Call Report.

2. On March 12, 2010, ABC filed an emergency motion (the “Motion”) with the United States Bankruptcy Court for the State of Delaware (the “Bankruptcy Court”) seeking an order to compel the Company to either timely request an extension to file the 2009 federal income tax return for the Company’s consolidated group (“2009 Tax Return”) or elect to carry back five years the consolidated group’s net operating loss for its 2009 taxable year. The deadline to file the 2009 Tax Return was March 15, 2010, and on March 14, 2010, the Company timely filed the 2009 Tax Return waiving the carry back of any portion of the 2009 net operating loss. At the same time, the Company also filed an amended 2008 federal income tax return for the consolidated group electing a five year carry back of the 2008 net operating loss. The Company filed an objection to the Motion with the Bankruptcy Court on March 15, 2010 which explained that if it had carried back the 2009 net operating loss five years, the consolidated group would have been entitled to a federal income tax refund of approximately $54 million; however, in accordance with the intercompany tax sharing arrangement, this would have also exposed the Company to an assertion by ABC of a general unsecured claim of approximately $170 million. The dilutive effect of this potential $170 million claim on the general unsecured creditors’ recovery in the Company’s chapter 11 case was a key consideration in the Company’s decision to waive the 2009 net operating loss carry back.

ABC also filed a complaint against the Company with the Bankruptcy Court on March 14, 2010 to initiate an adversary proceeding seeking effectively the same relief it sought in the Motion.

3. As a result of the Company having filed the 2009 Tax Return, ABC filed a new motion with the Bankruptcy Court seeking a determination that the actions by the Company in waiving the five-year carry back for the 2009 net operating loss and amending the 2008 federal income tax return to elect the five-year carry back for the 2008 net operating loss were outside the ordinary course of the business and therefore required the prior approval of the Bankruptcy Court. On the same day that ABC filed the new motion, it also amended its previous complaint against the Company to add as relief sought a declaration that the Company's filing of the 2009 Tax Return and amendment to the 2008 tax return are void. Based on consultation and advice from its legal advisors, the Company believes that its actions were proper and will vigorously defend itself against all actions that have been or may be brought by ABC related to the tax returns.

This Form 8-K contains forward-looking statements that are subject to certain risks and uncertainties that could cause actual results to differ materially from those projected. The most significant among these risks and uncertainties are: (i) the Debtors' ability to obtain Bankruptcy Court approval with respect to motions in their chapter 11 cases, which are jointly-administered under case no. 09-13931 (KJC) (the "Chapter 11 Cases"); (ii) the ability of the Debtors to prosecute, develop and consummate one or more chapter 11 plans with respect to the Chapter 11 Cases; (iii) the effects of the Debtors' Bankruptcy Filing under the Bankruptcy Code on the Debtors and the interests of various creditors, equity holders and other constituents; (iv) the Bankruptcy Court's rulings in the Chapter 11 Cases and the outcome of the Chapter 11 Cases in general; (v) the length of time the Debtors will operate under the Chapter 11 Cases; (vi) the risks associated with third party motions in the Chapter 11 Cases, which may interfere with the Debtors' ability to develop and consummate their chapter 11 plan or plans once any such plan or plans are developed; (vii) the potential adverse effects of the Chapter 11 Cases on the Debtors' liquidity or results of operations; (viii) the Debtors' ability to execute their chapter 11 plan or plans; (ix) the increased legal costs related to the Bankruptcy Filing and other litigation; (x) the Debtors' ability to maintain contracts with suppliers and service providers and to retain key executives, managers and employees; (xi) the risk that the FDIC will pursue further actions against the Debtors, Advanta Bank Corp. and/or Advanta Bank. The cautionary statements provided above are being made pursuant to the provisions of the Private Securities Litigation Reform Act of 1995 (the "Act") and with the intention of obtaining the benefits of the "safe harbor" provisions of the Act for any such forward-looking statements. Additional risks that may affect the Company's future performance are detailed in the Company's filings with the Securities and Exchange Commission, including its most recent Annual Report on Form 10-K and its Quarterly Reports on Form 10-Q.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Advanta Corp.

(Registrant)

Date: March 22, 2010

By: /s/ Jay A. Dubow
Jay A. Dubow, Chief Administrative Officer, Senior Vice President, Secretary and General Counsel